

***Shea & Carlyon Ltd.***

233 S. Fourth Street  
Suite 200  
Las Vegas, NV 89101

Ph:(702) 471-7432

Fax:(702) 471-7435

USA Mortgage, et al  
Equity Security Committee

Sep 01, 2006

Attention:

File #: 1500-7(b)  
Inv #: 19596

RE: Fee/Employment Applications

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Aug-02-06	Review/revise/update narrative task analysis	0.50	212.50	CCC
	Exchange electronic correspondence with Mr. Kvarda; Ms. Pajak, responding to Mesirow's request to "confirm" prior budgets	0.10	42.50	CCC
	Review and correct expense ledger re fee application and task analysis	0.50	95.00	SSS
	Review and revise task allocation memorandum	1.30	247.00	SSS
	Preparation of task analysis	2.90	551.00	SSS
Aug-04-06	Preparation of memorandum with task analysis and allocation	3.40	646.00	SSS
Aug-07-06	Review and revise memorandum; update hearing and motion list	1.50	285.00	SSS
	Print and annotate Diversified opposition to Motion to Distribute re Epic Resorts for the purpose of updating conflict disclosures	0.30	57.00	SSS
	Preparation of Shea and Carlyon First Interim Fee Application	1.40	266.00	SSS
Aug-08-06	Preparation of task analysis re first interim fee application	0.50	212.50	CCC
	Review and approve employment order; exchange electronic correspondence with Ms. Dorsey re same	0.10	42.50	CCC
	Preparation of task analysis	1.20	510.00	CCC

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	Electronic correspondence from Ms. Dorsey re proposed order granting employment applications for debtors' professionals	0.10	19.00	SSS
	Preparation of Shea & Carlyon's First Interim Fee Application -- Task Analysis	3.40	646.00	SSS
	Electronic correspondence to Mr. Parlen re UST Fee Guidelines	0.10	19.00	SSS
	Review electronic correspondence from Mr. Parlen re coordination of fee application preparation	0.10	19.00	SSS
Aug-09-06	Teleconference with Mr. Parlen, Ms. Pajak, and Mr. Sherman re preparation of first interim fee applications	0.20	85.00	CCC
	Review of invoices re redacting confidential information	1.90	361.00	JRH
	Revise Shea & Carlyon First Interim Fee Application; add narrative of case summary	1.00	190.00	SSS
	Teleconference with Mr. Parlen, Ms. Pajak, and Ms. Carlyon re preparation of first interim fee applications	0.20	38.00	SSS
Aug-10-06	Review and update conflicts portion of application	0.40	170.00	JPS
	Review of invoices re redacting confidential material	1.90	361.00	JRH
	Prepare electronic correspondence to co-counsel re form of monthly cover sheet fee applications	0.10	15.00	P
	Review and revise invoices re Case Administration	0.70	133.00	SSS
	Telephone call with Mr. Parlen re fee application cover sheet	0.10	19.00	SSS
	Review balance of invoices	0.20	38.00	SSS
	Review electronic correspondence among USA professionals re informal exchange of fee applications	0.20	38.00	SSS
	Revise chronological task allocation	0.90	171.00	SSS
Aug-12-06	Exchange electronic correspondence with other professionals re invoices	0.10	42.50	CCC
	Run and redact client ledger and scan, for informal invoice exchange	1.40	168.00	LA
Aug-14-06	Electronic correspondence to USA professionals indicating totals for fees/expenses	0.20	38.00	SSS
	Preparation of Shea & Carlyon First Interim Fee Application	1.00	190.00	SSS
	Preparation of Shea & Carlyon First Cover Sheet for Application for Interim Compensation	0.90	171.00	SSS

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	Review electronic correspondence from Mr. Parlen re summary of FTDF Committee professional bills, and invoices of Debtors' professionals	0.10	19.00	SSS
Aug-15-06	Preparation of Supplemental Declaration of James Patrick Shea in Support of Shea & Carlyon Employment (updated disclosures) (no charge)	0.90	0.00	SSS
Aug-16-06	Perform and review conflicts check as to FTDF borrowers; revise supplemental declaration of Mr. Shea with updated disclosures	1.00	190.00	SSS
Aug-18-06	Review electronic correspondence from debtors' counsel , Mesirow, re fees, reserve Telephone call and electronic correspondence to Mr. Reed at Mesirow re invoice totals Telephone call from Mr. Riti from Mesirow re breaking down invoices by month Electronic correspondence to Ms. Jarvis re invoice totals Calculate monthly fees and costs; electronic correspondence to Mr. Riti and Mr. Reed re the same	0.10 0.20 0.10 0.10 0.50	42.50 38.00 19.00 19.00 95.00	CCC SSS SSS SSS SSS
Aug-21-06	Review electronic correspondence from Ms. Ernce re informal exchange of July invoices on Friday August 25	0.10	19.00	SSS
Aug-22-06	Exchange electronic correspondence with Ms. Karasik re proposal to pay "ordinary course professionals"; court's prior ruling on same offer	0.10	42.50	CCC
Aug-23-06	Electronic filing of court pleadings - conversion to electronic format, download and electronic filing of supplemental declaration of James Patrick Shea, Esq. and Statement of Disinterestedness in support of application to employ Shea & Carlyon Revise and update First Interim Fee Application of Shea & Carlyon Revise and update First Cover Sheet Fee Application of Shea & Carlyon Review and revise Cover Sheet Fee Application; amounts requested; exhibits	0.20 1.00 0.40 0.50	30.00 190.00 76.00 95.00	P SSS SSS SSS
Aug-24-06	Review and revise cover sheet fee application Exchange electronic correspondence with all professionals re cover sheet interim fee application Exchange electronic correspondence with Ms. Ernce re form of cover sheet fee application	0.20 0.10 0.10	85.00 42.50 42.50	CCC CCC CCC

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	Exchange electronic correspondence with Ms. Ence; Ms. Karasik; Ms. Jarvis; Mr. Schwartzer; re cover sheet fee applications Prepare certificate of service of supplemental declaration of James Patrick Shea, Esq. and Statement of Disinterestedness in support of application to employ Shea & Carlyon	0.20	85.00 CCC
	Electronic filing of court pleadings - conversion to electronic format, download and electronic filing of certificate of service of supplemental declaration of James Patrick Shea, Esq. and Statement of Disinterestedness in support of application to employ Shea & Carlyon	0.20	30.00 P
	Review and redact final version of time summaries in preparation of First Fee Application; forward to attorney for review	1.30	195.00 P
Aug-25-06	Preparation of electronic correspondence to committee members attaching First Interim Fee Application of Shea & Carlyon; includes copy sent to committee member Robert Woudstra	0.20	30.00 P
	Electronic filing of court pleadings - Scan, download and electronic filing of First Cover Sheet of Monthly Fee Application for Compensation and Reimbursement of Expenses of Shea & Carlyon with the bankruptcy court	0.20	30.00 P
	Electronic filing of court pleadings - Scan, download and electronic filing of First Interim Fee Application of Shea & Carlyon, includes Exhibits with the bankruptcy court	0.20	30.00 P
	Electronic filing of court pleadings - Scan, download and electronic filing of Declaration of Shlomo S. Sherman, Esq. in support of First Interim Fee Application of Shea & Carlyon with the bankruptcy court	0.20	30.00 P
	Review and revise Cover Sheet Fee Application per USA professionals; review proposed order granting interim fee procedures	0.80	152.00 SSS
	Electronic correspondence to USA professionals with list assigning numbers to potential purchasers (no charge)	0.40	0.00 SSS
	Review and revise Shea & Carlyon's First Interim Fee Application; add blended rates to each task	0.80	152.00 SSS
	Review and revise Shea & Carlyon's First Interim Fee Application	1.00	190.00 SSS
	Review and revise Shea & Carlyon's first cover sheet fee application	0.20	38.00 SSS

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	Preparation of Declaration of Shlomo Sherman in support of Shea & Carlyon's first interim fee application	0.70	133.00
	Exchange electronic correspondence with Mr. Kvarda re balancing confidentiality v. disclosure re time entries relating to potential purchasers	0.30	57.00
	Review Supplemental Declaration of Ms. McPherson re S&M employment	0.10	19.00
	Electronic correspondence to USA professionals notifying of invoices attached to fee application for informal invoice exchange	0.10	19.00
Aug-29-06	Preparation of electronic correspondence to FTDF Committee Members attaching First Cover Sheet for monthly fee application of Shea & Carlyon	0.10	15.00
	Telephone call from Mr. Parlen re declarations in support of fee applications; noticing of fee applications	0.10	19.00
	Review bankruptcy and local rules re service list for fee applications (no charge)	0.20	0.00
Aug-31-06	Exchange electronic correspondence with Mr. Parlan re arranging noticing and service of fee apps by Debtor	0.10	42.50
	Telephone calls with Mr. Parlen re filing of fee applications for Stutman Treister, Alvarez & Marsal and request for reimbursement for committee members	0.20	30.00
	Telephone call with Mr. Parlen re noticing of fee applications; maximum size of exhibits for ECF	0.10	19.00
	Review electronic correspondence from Mr. Parlen re professional fee applications	0.10	19.00
	Review exchange of electronic correspondence between Mr. Parlen and Mr. Strong re noticing and serving professional fee applications	0.20	38.00
	Review and download First Interim Fee Applications of Orrick Herrington, Beckley Singleton, Stutman Treister & Glatt, and Gordon & Silver, and all supporting declarations	0.70	133.00
<hr/>			
	Totals	43.30	\$8,664.00

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<b>Total Fees, Disbursements</b>	<b>\$8,664.00</b>
Previous Balance	\$14,747.50
Previous Payments	\$0.00
 <b>Balance Due Now</b>	 <b>\$23,411.50</b>

JPS - James Patrick Shea  
CCC - Candace C. Carlyon  
SWM - Shawn Miller  
DMC - Dawn M. Cica

SSS - Shlomo Sherman  
JRH - Jeffrey R. Hall  
LC - Law Clerk  
P - Paralegal  
LA - Legal Assistant

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USA Mortgage, et al  
 Equity Security Committee

Sep 01, 2006

Attention:

File #: 1500-8  
 Inv #: 19597

RE: Fee/Employment Objections

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Aug-01-06	Review UCC Response to Direct Lender's Opposition to Application Employ Sierra as Financial Advisors, and supporting Declaration of Burr	0.20	38.00	SSS
Totals		0.20	\$38.00	
<b>Total Fees, Disbursements</b>				<b>\$38.00</b>
Previous Balance				\$2,555.00
Previous Payments				\$0.00
<b>Balance Due Now</b>				<b>\$2,593.00</b>

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Sep 01, 2006

Attention:

File #: 1500-9  
 Inv #: 19598

RE: Financing/Cash Collateral

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Aug-03-06	Review revised budget; Allison declaration; other pleadings re distribution motion	1.00	425.00	CCC
Aug-07-06	Exchange electronic correspondence with lender's counsel re pleadings; form of order; review amended motion, term sheet, and affidavit, to prepare for hearing on Fertitta loan	0.20	85.00	CCC
Aug-08-06	Review supplement to Fertitta loan request (Nevada authority)	0.10	42.50	CCC
	Attendance at court re financing motion	1.10	467.50	CCC
	Review Bankruptcy Court calendar re Motion to Approve Additional Funding from Fertitta Enterprises for Rio Rancho loan	0.10	19.00	SSS
Aug-18-06	Review electronic correspondence from Ms. Higgins re form of order on use of cash, review order	0.10	42.50	CCC
Aug-30-06	Exchange electronic correspondence with various counsel re order for use of cash; review and revise order (no charge per CCC) Prepare electronic correspondence to Ms. Dorsey re status of order approving continued use of cash collateral through 10/29/06	0.20	85.00	CCC
		0.10	15.00	P
Totals		2.90	\$1,181.50	

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Total Fees, Disbursements	\$1,181.50
Previous Balance	\$14,646.50
Previous Payments	\$0.00
<b>Balance Due Now</b>	<b>\$15,828.00</b>

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Attention: File #: 1500-10  
 Inv #: 19588

RE: Litigation

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Aug-01-06	Exchange electronic correspondence with Natalie Tanner and counsel re vendor proposals for retrieval, copying, scanning and hosting of documents	0.40	60.00	P
	Begin review of vendor proposals re retrieval, copying, scanning and hosting of documents	0.50	75.00	P
Aug-02-06	Review electronic correspondence from Mr. Charles re scanning debtor's files	0.10	42.50	CCC
	Exchange electronic correspondence with Natalie Tanner, Rob Charles and Ben Kotter re recommendation for vendor	0.20	30.00	P
	Telephone calls with Kroll, Bridge City and Applied re estimates for copying, scanning, hosting and electronic retrieval	0.30	45.00	P
	Complete review of vendor proposals re retrieval, copying, scanning and hosting of document	0.60	90.00	P
	Prepare electronic correspondence to Natalie Tanner, Rob Charles and Ben Kotter re recommendation of Bridge City Legal as vendor	0.10	15.00	P
Aug-03-06	Prepare memo re vendor recommendation to committee and debtor counsel	0.20	30.00	P
	Prepare electronic correspondence to Mr. Kotter re vendor recommendation/memo	0.10	15.00	P
	Receipt and review of electronic correspondence from Mr. Kotter re vendor recommendation/memo	0.10	15.00	P

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	Receipt of electronic correspondence from Mr. Kotter re recommendation of vendor / document production costs	0.10	15.00	P
Aug-04-06	Telephone call with Bridge City Legal re status of proposals	0.10	15.00	P
	Telephone call with Allied re status of proposals	0.10	15.00	P
	Telephone call with Encore re status of proposals	0.10	15.00	P
	Exchange electronic correspondence with Ms. Tanner re wrap up of vendor proposals	0.10	15.00	P
	Revise memo re vendor / document production	0.10	15.00	P
	Prepare electronic correspondence to debtor and committee counsel re memo re vendor recommendation / document production	0.10	15.00	P
	Telephone call with Mr. Charles re discussions with debtor's counsel re initiating document production process	0.10	15.00	P
Aug-07-06	Telephone call with Mr. Renard re status of selection of vendor	0.10	15.00	P
	Exchange electronic correspondence with Mr. Anderson at Kroll Ontrack re status of selection of vendor	0.10	15.00	P
Aug-08-06	Conference with Mr. Pimento of The Legal Support Group re status of selection of vendor	0.10	15.00	P
Aug-09-06	Document production/ excising document information	0.60	255.00	JPS
Aug-10-06	Prepare electronic correspondence to all vendors who provided proposals re status of selection of vendor and commencement of document production	0.10	15.00	P
Aug-16-06	Review notice of withdrawal of info request in preparation for omnibus hearings (no charge per CCC)	0.10	0.00	CCC
Aug-18-06	Review electronic correspondence from Mr. Charles re scanning project; Preparation of electronic correspondence to co counsel re confirming whether Alvarez has identified FTDF documents to scan	0.10	42.50	CCC
	Exchange electronic correspondence with Mr. Charles, Mr. Kotter and Mr. Gordon re selection of vendor, initiation of scanning and tracking of costs and progress	0.20	30.00	P
	Telephone call with Ryan at Bridge City Legal re initiating scanning and tracking costs and progress	0.20	30.00	P
	Prepare electronic correspondence to vendors re selection of Bridge City Legal	0.10	15.00	P

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	Prepare electronic correspondence to Ryan at Bridge City Legal re progress	0.10	15.00	P
	Prepare electronic correspondence to Mr. Charles, Mr. Levinson and Mr. Gordon re initial document scanning	0.10	15.00	P
	Review electronic correspondence from Mr. Charles re testing vendor ability to retrieve, scan, and return loan documents	0.10	19.00	SSS
	Telephone call to Mr. Alaubaugh re scanning documents	0.10	19.00	SSS
Aug-21-06	Assist in analysis of issues re scanning project; cd's	0.10	42.50	CCC
	Exchange electronic correspondence with Mr. Charles re document production	0.10	42.50	CCC
	Telephone call with Kevin at Bridge City Legal re status of scanning and bate numbering, estimated cost and time and billing procedures	0.20	30.00	P
	Exchange electronic correspondence with Messrs. Charles, Levinson and Gordon re estimated cost of scanning, bate numbering and cd/dvd of binders	0.30	45.00	P
	Exchange electronic correspondence with Kevin at Bridge City Legal re status of scanning and bate numbering, estimated cost and time and billing procedures	0.40	60.00	P
	Review electronic correspondence from Mr. Aulabaugh re interest in first run of document retrieval	0.10	19.00	SSS
Aug-22-06	Exchange electronic correspondence with Mr. Aulabaugh; Ms. Pajak; re document production	0.10	42.50	CCC
	Exchange electronic correspondence with Kevin at Bridge City Legal re status of scanning and bates numbering	0.20	30.00	P
	Exchange electronic correspondence with Mr. Charles re division of costs and availability of cds/dvds of scanned and bates numbered loan binders	0.20	30.00	P
	Prepare electronic correspondence to Mr. Strong and Mr. Kotter re scanned and bates numbered loan binders and cd/dvds	0.10	15.00	P
Aug-23-06	Exchange electronic correspondence with Kevin at Bridge City Legal re status of scanning	0.20	30.00	P
	Prepare electronic correspondence to Mr. Aulabaugh re scanned FTDF loan documents and next documents for scanning	0.10	15.00	P
	Prepare electronic correspondence to committees' counsel re status of scanning of FTDF loan documents and division of costs	0.10	15.00	P

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	Telephone call with Kevin at Bridge City Legal re establishing procedures and controls for document production	0.20	30.00	P
	Exchange electronic correspondence with Kevin at Bridge City Legal re delivery of dvds and invoices	0.20	30.00	P
Aug-24-06	Meet with Kevin at Bridge City Legal re dvd distribution and invoice; next phases of document production	0.20	30.00	P
	Prepare electronic correspondence to Mr. Charles, Mr. Levinson and Mr. Aulabaugh re distribution of dvds and availability of ocr for manipulation of documents	0.10	15.00	P
	Exchange electronic correspondence with Mr. Charles re payment of invoice and vendor for electronic discovery	0.10	15.00	P
Aug-29-06	Review electronic correspondence from Mr. Charles; Ms. Treadway; re issues on document scanning	0.20	85.00	CCC
	Exchange electronic correspondence with Messrs. Charles, Burr, Tiffany and Tucker re pdfs of FTDF documents produced by Debtors and indexing/labeling of same	0.40	60.00	P
	Telephone calls with Ryan and Kevin at Bridge City Legal re production of documents and labeling/indexing	0.20	30.00	P
	Begin review of FTDF documents produced by Debtors and preparation of index of same	2.30	345.00	P
Aug-30-06	Review letter to investors re UCC possible litigation; exchange electronic correspondence with Ms. Davis; Ms. Karasik, re same	0.20	85.00	CCC
	Complete review of FTDF documents produced by debtors and preparation of index	2.80	420.00	P
	Prepare electronic correspondence to Messrs. Charles, Burr, Tiffany and Tucker re completed index of pdfs of FTDF documents produced by Debtors	0.10	15.00	P
	Telephone call with Ryan at Bridge City Legal re available options for document scanning, labeling, indexing, hosting and viewing	0.20	30.00	P
<b>Totals</b>		<b>14.90</b>	<b>\$2,644.50</b>	

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<b>Total Fees, Disbursements</b>	<b>\$2,644.50</b>
Previous Balance	\$1,251.50
Previous Payments	\$0.00
<b>Balance Due Now</b>	<b>\$3,896.00</b>

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 Equity Security Committee

Sep 01, 2006

Attention: File #: 1500-11  
 Inv #: 19589

RE: Meetings of Creditors

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Aug-01-06	Analysis of Purchase offer/ proposed meetings	0.40	170.00	JPS
	Receipt and review of memo re status of committee calls	0.30	127.50	JPS
	Joint committee meeting re sales/plan process	1.20	510.00	CCC
Aug-03-06	Joint committee meeting re plan/sale process	0.60	255.00	CCC
	Telephone call with Ms. Freeman re no response from Debtor	0.10	42.50	CCC
	Exchange electronic correspondence with various professionals re meeting with Debtors	0.20	85.00	CCC
	Attend meeting with Mr. Allison, Ms. Smith, Mr. Nugent; Mr. Schwartzer; committee professionals; re case management; sale; plan; information requests; omnibus hearings	4.00	1,700.00	CCC
Aug-04-06	Review electronic correspondence from Mr. Parlen re August 7 committee meeting	0.10	19.00	SSS
Aug-07-06	Review electronic correspondence from Mr. Parlan; review minutes, agenda, re committee meeting Aug 7	0.10	42.50	CCC
	Attendance at committee meeting (telephonic); including review of last week's hearings; issues re recharacterization; discovery; maturity dates; financial info to be provided by Alvarez; tomorrow's meeting with Debtor; overall case strategy	1.40	595.00	CCC
Aug-08-06	Attend debtor's presentation re asset analysis; sale/plan strategy	4.40	1,870.00	CCC

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	Review USA Committee Meeting materials re FTDF loans, plan process	0.80	152.00
Aug-10-06	Exchange electronic correspondence with Ms. Pajak re committee call	0.20	85.00
Aug-14-06	All hands conference with debtor and committees re plan process	1.10	467.50
Aug-16-06	Meeting with committee re valuation, sale issues	1.00	425.00
Aug-21-06	Exchange electronic correspondence with Ms. Jarvis/ Mr. Charles/ Mr. Levinson re weekly call	0.10	42.50
	Telephone call with Dan Witman (individual investor), gave info re various committee representations, advised that committee counsel does not represent individual investors or other interested parties (no charge per CCC)	0.20	0.00
	Review electronic correspondence between Debtors and USA Committees re scheduling of weekly telephonic meeting	0.10	19.00
Aug-24-06	Review electronic correspondence from STG re full committee/professionals meetings	0.10	42.50
	Review electronic correspondence from Ms. Pajak; Ms. Karsik; re meeting agenda and action items	0.20	85.00
Aug-27-06	Exchange electronic correspondence with Ms. Karasik re outcome of FTDF committee meeting; plan issues	0.10	42.50
Aug-30-06	Attend committee meeting (telephonic)	0.60	255.00
Aug-31-06	Meeting with committee re sale/plan/omnibus hearings	0.60	240.00
	Totals	17.90	\$7,272.50

**Total Fees, Disbursements** \$7,272.50

Previous Balance	\$33,160.00
Previous Payments	\$0.00

**Balance Due Now** \$40,432.50

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JPS - James Patrick Shea  
CCC - Candace C. Carlyon  
SWM - Shawn Miller  
DMC - Dawn M. Cica

SSS - Shlomo Sherman  
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Sep 01, 2006

Attention: File #: 1500-12  
 Inv #: 19590

RE: Plan and Disclosure Statement

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Aug-01-06	Analysis of plan issues (including treatment of LSA's)	1.20	510.00	CCC
	Drafting response to Debtor's request for extension of exclusivity	0.30	127.50	CCC
Aug-03-06	Conference with other committee counsel re plan options	0.30	127.50	JPS
	Exchange electronic correspondence with Ms. Jarvis; committee professionals; re response on plan/sale issues; coordinating efforts re same	0.20	85.00	CCC
	Telephone call with Mr. Merola re plan/sale process	0.50	212.50	CCC
	Telephone call with Mr. Gordon; Mr. Schwartzer; re meeting with Mr. Allison re exclusivity; plan/sale process	0.10	42.50	CCC
Aug-08-06	Review Gorden & Silver comments to plan term sheet	0.30	127.50	CCC
Aug-16-06	Exchange electronic correspondence with Ms. Pajak; Mr. Levinson; other counsel; re plan meeting	0.10	42.50	CCC
Aug-17-06	Exchange electronic correspondence with Mr. Merola re plan meeting	0.10	42.50	CCC
	Telephone call with Mr. Merola re plan meeting; possible responses	0.30	127.50	CCC
Aug-22-06	Analysis of revised plan term sheet	0.50	212.50	CCC
Aug-24-06	Analysis of revised plan term sheet; Preparation of electronic correspondence to Ms. Karasic re same	0.30	127.50	CCC

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	Telephone call with Ms. Karasik re plan, status	0.40	170.00
	Review of fourth revised term sheet; Exchange electronic correspondence with Ms. Karasik re correction	0.20	85.00
	Review electronic correspondence from Ms. Karasik re plan proposal to debtors, other committees	0.10	42.50
Aug-25-06	Review LePome's Objection to Stipulation to extend Debtor's exclusivity deadline	0.10	19.00
Aug-28-06	Telephone call with Ms. Karasik re plan, exclusivity issues	0.30	127.50
Aug-29-06	Analysis of Debtor's proposed plan	2.50	1,062.50
	Analysis of DTDF and UCC plan term sheet	0.50	212.50
	Telephone call with Ms. Karasik re plan issues; Debtor's draft; DTDF/UCC term sheet; review Ms. Karasik's redline to latter	0.30	127.50
	Review joint plan term sheet; analysis of First Trust Deed Fund contribution	0.70	133.00
Aug-30-06	Receipt and review of draft comments to proposed plan	0.40	170.00
	Exchange electronic correspondence with Ms. Karasik add Ms. Carlyon re filing exclusivity papers	0.02	8.50
	Preparation of memo re plan comments	1.30	552.50
	Review electronic correspondence from Mr. Strong re exclusivity; including review of email from Mr. Landis to Mr. Charles re same	0.10	42.50
	Exchange electronic correspondence with Ms. Karasik; Mr. Strong; re exclusivity extension request	0.10	42.50
	Exchange electronic correspondence with Mr. Landis re exclusivity; plan tie in; debtor's conduct	0.10	42.50
	Exchange electronic correspondence (18) with various parties re stipulated order to extend exclusivity; consents	0.30	127.50
	Attempts to upload stipulated order re exclusivity; exchange electronic correspondence with Mr. Strong re same (no charge per CCC)	1.00	0.00
Aug-31-06	Conference with co counsel re plan issues and stipulation to extend exclusivity	0.50	212.50
	Exchange electronic correspondence with Mr. Strong; Ms. Jarvis; Ms. Karasik; Mr. Landis; re stipulated order for extension of exclusivity	0.20	85.00

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Exchange electronic correspondence with Mr. Strong; Mr. Schwartzer; re NOE of order extending exclusivity	0.10	42.50	CCC
Telephone call with Ms. Karasik re outcome of plan negotiations	0.30	127.50	CCC
Upload stipulated order re extension of exclusivity-no charge per CCC	0.30	0.00	CCC
Prepare electronic correspondence to Eileen at bankruptcy court attaching lodged stipulated order re exclusivity	0.10	15.00	P
Telephone call with Susan in Judge Riegle's chambers re lodged stipulated order re exclusivity	0.10	15.00	P
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Totals	14.22	\$5,248.00	
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<b>Total Fees, Disbursements</b>			<b>\$5,248.00</b>
<hr/>			
Previous Balance			\$4,960.00
Previous Payments			\$0.00
<hr/>			
<b>Balance Due Now</b>			<b>\$10,208.00</b>

JPS - James Patrick Shea  
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 DMC - Dawn M. Cica

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 JRH - Jeffrey R. Hall  
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 P - Paralegal  
 LA - Legal Assistant

***Shea & Carlyon Ltd.***  
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USA Mortgage, et al  
 Equity Security Committee

Sep 01, 2006

Attention: File #: 1500-13  
 Inv #: 19591

RE: Relief from Stay proceedings

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Aug-01-06	Continued preparation of opposition to Standard Property Development motion to lift stay Exchange electronic correspondence with Ms. Pajak; Mr. Sherman; re opposition to Standard Property Development's lift stay motion Prepare electronic correspondence to Ms. Pajak re draft of opposition to Standard Property's lift stay motion Review and analysis of Loan Servicing Agreement, Power of Attorney forms, Statutes and Regulations re authority of USACMC to commit FTDF to additional funding re Opposition to Standard Property Development 362 Motion	1.20 0.10 0.10 1.70	510.00 42.50 15.00 323.00	CCC CCC P SSS
Aug-02-06	Revise opposition to Standard Property Development's lift stay motion (background; opposition to request to send notice to construction control) Exchange electronic correspondence with Ms. Davis re continuance of Boise-Gowan lift stay motion Prepare electronic correspondence to Ms. Pajak re revised draft of opposition to Standard Property's lift stay motion	0.50 0.10 0.10	212.50 42.50 15.00	CCC CCC P
Aug-04-06	Receipt and review of draft opposition to Standard Property Development motion for relief	0.40	170.00	JPS

Invoice #:	19591	Page	2
	Electronic filing of court pleadings - scan, download and electronic filing of Opposition to Standard Property Development's Motion for Relief from Stay with the bankruptcy court	0.20	30.00
	Review FTD's Committee's Opposition to Standard Property Development's Motion for Relief from Stay pursuant to Ms. Pajak's comments	0.70	133.00
	Electronic correspondence to all professionals inviting review of FTD Committee's Opposition to Standard Property Development's Motion for Relief from Stay	0.20	38.00
	Electronic correspondence to committee members inviting comment on FTD's Committee's Opposition to Standard Property Development's Motion for Relief from Stay	0.20	38.00
	Review and revise FTD's Committee's Opposition to Standard Property Development's Motion for Relief from Stay for filing	0.50	95.00
	Exchange electronic correspondence with Mr. Parlen re deadline for filing FTD's Committee's Opposition to Standard Property Development's Motion for Relief from Stay	0.10	19.00
Aug-07-06	Exchange electronic correspondence with Mr. Gordon re Standard Property Development lawsuit	0.10	42.50
	Review Debtor's and Direct Lenders oppositions to Standard Property's 362 Motion	0.30	127.50
	Preparation of Certificate of Service re Opposition to Standard Property Development's Motion for Relief from Stay	0.10	15.00
	Electronic filing of court pleadings - Scan, download and electronic filing of Certificate of Service re Opposition to Motion for Relief from stay with the bankruptcy court	0.20	30.00
	Review electronic correspondence from Ms. Metcalf attaching supplemental certificate of service re opposition to Standard Property's Motion for relief from stay for filing	0.10	15.00
	Electronic filing of court pleadings - electronic download and filing of Supplement Certificate of Service re: Opposition to Standard Property's Motion for relief from stay with the bankruptcy court	0.20	30.00
	Review electronic correspondence from Mr. Gordon re indemnification by USACM for Florida lawsuit against direct lenders	0.30	57.00

Invoice #:	19591	Page	3	
	Westlaw research re Spirtos case cited by Mr. Gordon re committee standing to sue for injunction in Florida on behalf of direct lenders	0.80	152.00	SSS
Aug-08-06	Telephone call with investor re Standard Property Development suit (refer to Gordon and Silver)	0.10	19.00	SSS
Aug-10-06	Review and download Direct Lender's Joinder to First Trust Deed Committee's Opposition to Standard Property Development's 362 Motion Review and download Direct Lender's Joinder to Direct Lender Committee's Opposition to Standard Property Development's 362 Motion Review prior representation of Epic Resorts--Westpark Resorts, LLC; update conflict disclosures re Epic Resorts--Palm Springs Mesquite Villas, LLC	0.10 0.60	19.00 114.00	SSS
Aug-14-06	Review and update binder re Standard Property Development's 362 Motion for August 16 Omnibus Hearing Date Review and update binder re Spectrum Financial's 362 Motion for August 16 Omnibus Hearing Date Review and analysis of Supplemental Declaration of George Venturella in Support of Standard Property Development's 362 Motion's comparsion of loan documents attached and those on file.	0.20 0.10 0.30	38.00 19.00 57.00	SSS
Aug-15-06	Review of Standard Property Development's Reply to Oppositions to its 362 Motion Review Florida statutes and cases re issues raised in Standard Property Development's reply Legal research and preparation of argument in opposition to Standard lift stay Review Standard Property Development's Reply to Oppositions to Motion to Lift Stay; review case law cited therein Westlaw research re Standard Property Development Motion for Relief from Stay; retrieval of case law cited in pleadings	0.30 0.90 1.80 0.50 0.30	127.50 382.50 765.00 95.00 57.00	CCC
Aug-16-06	Review Weddel pleadings in preparation for court Telephone call with Bud Hicks re Standard motion (continuance, extension of time to answer)	0.30 0.10	127.50 42.50	CCC
Aug-17-06	Review and approve Weddel order denying relief from stay; exchange electronic correspondence with Ms. Pajak and Ms. Dorsey re same	0.10	42.50	CCC

Invoice #:	19591	Page	4	
	Review and approve order re Standard Property Development's lift stay motion; exchange electronic correspondence with Debtor's professionals re approval, request for accounting on interest reserve	0.10	42.50	CCC
Aug-18-06	Review Direct Lender Defendants' Joinder to Standard Property Development's Motion for Relief from Stay	0.10	19.00	SSS
Aug-21-06	Review Order Denying Spectrum Financial (Weddel) Motion for Relief from Stay	0.10	19.00	SSS
Aug-30-06	Exchange electronic correspondence with Ms. Davis and Ms. Karasik re Boise Gowan lift stay motion not being heard as loan paid off (not reflected on Debtor's agenda)	0.10	42.50	CCC
	Totals	14.40	\$4,200.00	
	<b>Total Fees, Disbursements</b>			<b>\$4,200.00</b>
	Previous Balance			\$3,618.00
	Previous Payments			\$0.00
	<b>Balance Due Now</b>			<b>\$7,818.00</b>

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# **EXHIBIT “4”**

***Shea & Carlyon Ltd.***  
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USA Mortgage, et al  
 Equity Security Committee

Sep 01, 2006

Attention: File #: 1500  
 Inv #: 19586

RE: Costs/Expenses

<b>DISBURSEMENTS</b>		<b>Disbursements</b>	<b>Receipts</b>
	Facsimile	1.00	
	Telephone	13.47	
	Postage	1.65	
Aug-03-06	Transcript of cross exam of Allison	135.30	
Aug-04-06	Federal Express - Alvarez & Marsal	16.59	
	Federal Express - Stutman Treister & Glatt	16.59	
	Meals - Breakfast and lunch for committee	151.31	
Aug-15-06	Conference call - 07/18/2006 at 2:58pm (CST)	41.48	
Aug-28-06	Copying 2738 @ 0.25	684.50	
	Delivery services/messengers 17 @ 7.50	127.50	
	Other - Scanning 231 @ 0.10	23.10	
Aug-29-06	Other - Pacer 1168 @ 0.08	93.44	
Totals		\$1,305.93	\$0.00

Invoice #: 19586

Page

2

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<b>Total Fees, Disbursements</b>	<b>\$1,305.93</b>
Previous Balance	\$6,100.00
Previous Payments	\$0.00
<b>Balance Due Now</b>	<b>\$7,405.93</b>

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